



PARQUES REUNIDOS SERVICIOS CENTRALES, S.A.
EXTRAORDINARY GENERAL SHAREHOLDERS MEETING CALLED OF OCTOBER 2019
Attendance, Proxy and Remote Voting Card

The Board of Directors of Parques Reunidos Servicios Centrales, S.A. (the "Company") has called an Extraordinary General Shareholders Meeting to be held at Madrid, Hotel Meliá Castilla, calle del Poeta Joan Maragall, 43, 28020, on 29 October 2019, at 12:00 hours, on first call, or, if the necessary quorum is not reached, on second call, in the same place and at the same time, on the following day, 30 October 2019. The shareholder registration desks will open at 10:00 hours. It is expected that the Extraordinary General Shareholders Meeting will be held on the first call on the day and at the place indicated above, in accordance with the announcement of the meeting, unless shareholders are otherwise informed.

The doors of the venue will be opened for access and attendance of the shareholders from 10:00 hours, at both the first and the second call.

Holder(s):	Address:

Securities Account Code	Number of Shares	Minimum nº of shares to attend	Number of Votes	Card Number
		300		

The holder of this card may delegate and grant proxy representation or vote remotely by filling in and signing the corresponding section. If both sections are signed, the remote vote shall have precedence and the proxy shall become invalid. Shareholders may also delegate their votes, and vote on the items on the Agenda of the Meeting in advance of the Meeting by electronic means, in accordance with the provisions of the Articles of Association and the Regulations of the General Meeting. To do so, they must follow the rules contained in the announcement of the calling of the General Shareholders Meeting and on the Company's website (www.parquesreunidos.com).

SHAREHOLDERS WHO WISH TO ATTEND: Shareholders owning 300 or more shares may attend the General Meeting provided that those shares are registered in the corresponding book entry registry five (5) days in advance of the date of the Meeting and who produces this attendance card may attend the Extraordinary General Shareholders Meeting. Any shareholder who wishes to attend the Meeting must sign this card in the **PERSONAL ATTENDANCE** section in the space provided, below, and produce this card on the day of the Meeting.

SHAREHOLDERS WHO WISH TO VOTE REMOTELY OR DELEGATE THEIR VOTE: In order to vote remotely by post, shareholders should complete the **REMOTE VOTING** section and sign in the space provided. Shareholders who do not intend to attend the meeting personally and do not intend to vote remotely may grant proxy representation by completing the **DELEGATION** section and signing in the space provided.

Shareholders who wish to cast a remote vote or be represented by proxy should send this card to the Company by personal or postal delivery to: Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana, 216, 28046, Madrid, Spain. Valid proxies or remote votes must be received by the Company before 23:59 hours on the day immediately preceding the date on which the General Meeting is to be held, otherwise the proxy shall be understood not to have been conferred or the remote vote not cast. Likewise, the rules contained in the announcement calling the meeting and in the Company's website (www.parquesreunidos.com) must be followed, especially those regarding precedence.

PERSONAL ATTENDANCE

Shareholders who wish to attend the Meeting should sign this card in the space below and produce it on the day of the Meeting. If a shareholder has already appointed a proxy or voted remotely, their personal attendance at the Meeting shall make such proxy delegation or remote vote invalid.

Signature of the shareholder attending

In, on 2019.

REMOTE VOTING

If, before the Meeting, shareholders with attendance rights and to whom this card has been issued wish to vote remotely on the proposed resolutions included in the Agenda of the General Shareholders Meeting, the corresponding box should be marked with an X to indicate their intended vote.

If, in relation to any of the items on the Agenda, none of the boxes provided for the purpose have been marked, the vote will be deemed to have been cast in favour of the proposal of the Board of Directors. In all events, in addition to the provisions of the law, the Articles of Association and the Regulations of the General Meeting, the rules contained in the announcement calling the meeting and in the website of the Company (www.parquesreunidos.com) must be followed.

Items on the Agenda	1	2.A	2.B	3	4.A	4.B	4.C	4.D	4.E	4.F	4.G	5	6	7
In favour														
Against														
Abstention														
Blank vote														

A shareholder who has cast a vote remotely shall be considered to be present for the purposes of the Constitution of the General Meeting.

INSTRUCTIONS FOR VOTES ON ITEMS NOT INCLUDED ON THE AGENDA

Unless expressly indicated otherwise, and with respect to the proposals for decisions not drawn up by the Board of Directors or on business not included on the Agenda, proxy is understood to have been granted in favour of the President of the Board of Directors, applying the rules regarding votes in cases of conflict of interest contained in the **DELEGATION** section of this card. Mark the NO box below only if you oppose the proxy (in which case it shall be considered that the shareholder abstains with regards to said proposals): **NO**

Signature of the remote voting shareholder

In, on 2019.



DELEGATION

The shareholder to whom this card has been issued confers proxy representation at the Extraordinary General Shareholders Meeting on:

Mark one only of the following boxes and, if appropriate, designate the proxy representative.

- President of the Board of Directors

- Mr/Ms

If none of the above boxes are marked or if the proxy is not named, proxy representation shall be deemed to have been conferred in favour of the President of the Board of Directors.

For the purposes of the provisions included in articles 523 and 526 of the Spanish Companies Act (*Ley de Sociedades de Capital*), it is put on record that the President of the Board of Directors, and/ or any other member of the Board of Directors, may be in a situation of conflict of interest with respect to items (i) Second A (*Amendment, where appropriate, of the way to manage the Company and resulting amendment of article 27 (Board of Directors. Powers) of the Articles of Association and redraft of articles 3 (Registered office and corporate website), 10 (Uncalled contributions), 11 (Corporate bodies), 14 (Authority to call General Meeting), 19 (Representation at the General Meeting), 22 (Remote voting), 23 (General Meeting Officers), 26 (Minutes of Meeting), 29 (Term of office), 31 (Company action for liability. Standing of minority), 37 (Powers of representation) and 41 (Preparation and verification of the annual accounts), and removal of articles 28 (Composition of the management body), 32 (Appointment to positions on the Board of Directors), 33 (Call of Board of Directors), 34 (Board of Directors quorum), 35 (Manner of deliberation and adoption of resolutions of the Board of Directors), 36 (Board of Directors minutes), 38 (Delegation of authority), 39 (Audit and Control Committee. Composition, authority and functioning) and 40 (Appointments and Remuneration Committee. Composition, authority and functioning) of the Articles of Association and renumbering of the remaining statutory articles accordingly. Acknowledgment of all directors' cessation); Second B (Appointment of sole director); and Third (Repeal, where appropriate, of the Directors' Remuneration Policy, amendment of director's remuneration and resulting amendment of article 30 (Compensation of the position) of the Articles of Association, all the foregoing subject to the effective delisting of the Company's shares); and (ii) the cases described in sections a), b), c) and d) of article 526.1 of the Spanish Companies Act (regarding the representing administrator, its appointment, re-election or ratification, removal, separation or discharge, the exercise of corporate liability action and approval and ratification of the transactions of the Company with such administrator) which may be tabled outside the Agenda, in accordance with the law.*

In case the appointed proxy is in a conflict of interest situation with regard to any of the items on the Agenda or regarding any proposal not included in the Agenda but subject to the approval of the General Shareholders Meeting in accordance with the law, and the shareholder has not given precise voting instructions for each of the points, it shall be understood that the shareholder has also designated as joint and several proxies, successively, the President of the General Shareholders Meeting and, if the President is in a situation of conflict of interest, the Secretary of the General Shareholders Meeting and, if the Secretary is also, in turn, in a situation of conflict of interest, the non-member Vice-Secretary of the Board of Directors.

VOTING INSTRUCTIONS FOR THE PROPOSALS ON THE AGENDA

Marked the appropriate box with an X. If no instructions are given by marking the boxes, it shall be understood that the shareholder wishes to vote in favour of the proposals made by the Board of Directors. In all events, in addition to the provisions of the Law, those contained in the Articles of Association and in the Regulations of the General Meeting, the rules contained in the announcement convening the meeting and in the website of the Company (www.parquesreunidos.com) must be followed.

Items on the Agenda	1	2.A	2.B	3	4.A	4.B	4.C	4.D	4.E	4.F	4.G	5	6	7
In favour														
Against														
Abstention														
Blank vote														

EXTENSION OF PROXY REPRESENTATION TO ITEMS NOT INCLUDED ON THE AGENDA

Unless expressly indicated otherwise, the conferral of proxy representation extends to all items which, while not appearing on the Agenda of the Meeting, may be subject to vote at the Extraordinary General Shareholders Meeting as envisaged in the applicable regulation. In such a case, the proxy shall abstain from voting unless there is reason to consider a vote in favour or against such proposals to be more favourable to the interests of the shareholder represented. Mark the NO box below only if you oppose the extension of the proxy representation (in which case it shall be understood that the shareholder abstains with respect to said proposals): **NO**

Signature of the proxy representative

Signature of the delegating shareholder

In, on 2019.

In, on 2019.

PROTECTION OF PERSONAL DATA

The personal data provided by shareholders to the Company for the exercise of their voting, attendance or delegation rights at the General Shareholders Meeting or which are provided by the banks and stock agencies and companies in which the shares of the shareholders are deposited, through the entity responsible to keep the register of book entries, shall be processed by the Company, in its capacity as data controller, for the purposes of managing the development, fulfilment and control of the current relationships with shareholders, regarding the convening and holding of the General Meeting, as well as in order to comply with legal obligations. The data may be communicated to the Notary attending the General Shareholders Meeting who will draw up the minutes of the General Meeting. The processing of data is necessary for the purposes indicated and its legal basis is your relationship as a shareholder and compliance with legal obligations. The data shall be kept for the duration of this relationship and, thereafter, for a period of six (6) years only in order to be able to deal with any legal or contractual actions, unless, exceptionally, a longer limitation period would apply.

In case the attendance or delegation card includes personal data referring to third parties, the shareholder must inform them of the points indicated herein in relation to the processing of personal data and comply with any other requirements which may be applicable for the legal assignment of

Document for information purposes. Spanish version prevails.

personal data to the Company, without the Company having to take any additional action vis-à-vis the interested parties.

Registered Users may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as any other rights recognized by current legislation on data protection, by sending a letter with the reference "Data Protection" (attaching a photocopy of the ID or identification document) in which your request is specified, addressed to the Company's data protection delegate, through the e-mail address dpo@grpr.com or at the postal address Parques Reunidos Servicios Centrales, S.A., Paseo de la Castellana 216, planta 16, 28046, Madrid, Spain. Registered Users may also file complaints with the competent data protection control authority.



AGENDA

I. Items related to the Company's shares delisting.

First.- Review and, where appropriate, approval of the delisting of the shares representing the total share capital of the Company from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges in accordance with the provisions of sections 82 of the consolidated text of the Securities Market Act and 11.d) of Royal Decree 1066/2007 of 27 July on the regime of public tender offer for securities.

Second.- Management body: Amendment of the structure of the management body, acknowledgment of all directors' cessation and appointment of a sole director, all the foregoing subject to the effective delisting of the Company's shares:

Second A: Amendment, where appropriate, of the way to manage the Company and resulting amendment of article 27 (Board of Directors. Powers) of the Articles of Association and redraft of articles 3 (Registered office and corporate website), 10 (Uncalled contributions), 11 (Corporate bodies), 14 (Authority to call General Meeting), 19 (Representation at the General Meeting), 22 (Remote voting), 23 (General Meeting Officers), 26 (Minutes of Meeting), 29 (Term of office), 31 (Company action for liability. Standing of minority), 37 (Powers of representation) and 41 (Preparation and verification of the annual accounts), and removal of articles 28 (Composition of the management body), 32 (Appointment to positions on the Board of Directors), 33 (Call of Board of Directors), 34 (Board of Directors quorum), 35 (Manner of deliberation and adoption of resolutions of the Board of Directors), 36 (Board of Directors minutes), 38 (Delegation of authority), 39 (Audit and Control Committee. Composition, authority and functioning) and 40 (Appointments and Remuneration Committee. Composition, authority and functioning) of the Articles of Association and renumbering of the remaining statutory articles accordingly. Acknowledgment of all directors' cessation.

Second B: Appointment of sole director.

Third.- Repeal, where appropriate, of the Directors' Remuneration Policy, amendment of director's remuneration and resulting amendment of article 30 (Compensation of the position) of the Articles of Association, all the foregoing subject to the effective delisting of the Company's shares.

Fourth.- Amendment of the following articles of the Articles of Association and approval of a new consolidated text, all the foregoing subject to the effective delisting of the Company's shares:

Fourth A: Amendment of articles regarding the pledge of Company shares: Article 8 (Co-ownership, usufruct and pledge of shares).

Fourth B: Amendment of articles regarding the Regulations of the General Meeting of Shareholders and of the Board of Directors: Article 11 (Corporate bodies).

Fourth C: Amendment of articles regarding the General Shareholders Meeting: 12 (General Shareholders Meeting), 14 (Authority to call General Meeting), 15 (Notice of call), 19 (Representation at the General Meeting), 20 (Place and time of holding the Meeting. Adjournment of Meetings), 21 (Right to information), 22 (Remote voting) and 25 (Adoption of resolutions), removal of article 17 (Equal treatment) and subsequent renumbering of articles.

Fourth D: Amendment of other articles in order to adapt its content to the provisions applicable to non-listed companies: articles 29 (Term of office) and 31 (Company action for liability. Standing of minority) and subsequent renumbering of articles.

Fourth E: Amendment of articles in order to simplify the procedures for the deposit of annual accounts: Article 43 (Deposit of approved annual accounts).

Fourth F: Removal of the Transitional Provision related to the modification to the financial year.

Fourth G: Review and, where appropriate, approval of a new text of the Articles of Association.

Fifth.- Repeal, where appropriate, of the Regulations of the General Shareholders' Meeting subject to the effective delisting of the Company's shares.

II. Items related to the Group's debt refinancing.

Sixth.- Ratification of the refinancing of Parques Reunidos group companies' debt and of the granting of guarantee cancellation documents in the context of the refinancing.

III. Item related to general matters.

Seventh.- Delegation of powers to formalize and execute all the resolutions adopted by the Extraordinary General Shareholders Meeting, for their notarization as a public document and their interpretation, correction, complementation, development and registration.